

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL¹

STATE OF MISSISSIPPI)
) ss:
COUNTY OF HINDS)

W. Thomas Siler, Jr., being duly sworn, deposes and says:

2. I am a principal of Phelps Dunbar LLP ("Phelps"), a New Orleans based firm, which maintains an office at 111 East Capitol Street, Suite 600, Jackson, Mississippi 39201.
1. Neither I, Phelps, nor any partner thereof, insofar as I have been able to reasonably and practicably ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, which is not permitted by Title 11 of the United States Code, as amended ("Bankruptcy Code") or which would cause Phelps not to be a "disinterested person" as defined in section 101(14) and other provisions of the Bankruptcy Code, except as set forth in this affidavit.
2. Phelps has represented and advised the Debtors in the state of Mississippi with respect to a broad range of aspects of the Debtors' businesses.
3. The Debtors have requested, and Phelps has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330, with respect to such matters. Additionally, the Debtors have requested, and Phelps proposes, to render the following services to the Debtors:

¹Only applicable to attorneys rendering legal services to the Debtors.

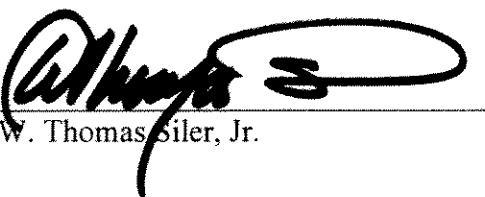
- a. Prosecution of claims and defense of counterclaims in *Delphi Automotive Systems, LLC v. Lextron Corporation*, United States District Court, Southern District of Mississippi, Jackson Division, Civil Action No. 3:03CV335WS
 - b. Defense of claims in *SouthTrust Bank v. Lextron Corporation, et al.*, Circuit Court of Hinds County, Mississippi, Second Judicial District, Civil Action No. 2003-14
4. Phelps' current fees arrangement with respect to the matters referenced in paragraph 4 above, which Phelps proposes to remain in place, is:
 - a. Phelps will be paid 80% of its quoted hourly rates on a monthly basis during the pendency of the litigation. If the litigation settles, Phelps will be paid the unpaid portion (20%) of quoted hourly rates. If the litigation is successfully concluded (in a manner other than settlement), Phelps will be paid a total of 120% of its quoted hourly rates.
 - b. The hourly rates of the attorneys and staff assigned to the matters referenced in paragraph 4 above now in effect are:

Reuben Anderson	\$400/hour
Michael Wallace	\$350/hour
Frank Trapp	\$300/hour
Debra Brown	\$220/hour
Jane Tucker	\$195/hour
Cindy Logan	\$105/hour
Jackie Andrews	\$105/hour
Sally Barnett	\$105/hour

The rates above reflect the rates applied to matters of this nature as of the time services are rendered and for the person rendering such services. It is Phelps' customary practice to adjust such rates as of January 1 of each year.
5. Except as set forth herein, no promises have been received by Phelps or any partner thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
6. Phelps has no agreement with any entity to share with such entity any compensation received by Phelps.

7. Phelps and its partners may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Phelps does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have to the best of my knowledge any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
8. Neither I, Phelps, nor any partner thereof, insofar as I have been able to reasonably and practicably ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Phelps is to be engaged, except for the following, which Phelps does not believe causes Phelps not to be a "disinterested person" as defined in section 101(14) and other provisions of the Bankruptcy Code:
 - a. As of the date of the filing of the instant bankruptcy petition. Invoice No. 571197, dated February 21, 2005, in the amount of \$7,589.84 was outstanding.
 - b. As of the date of the filing of the instant bankruptcy petition, \$383,624.00 in attorney's fees and \$49,753.88 in costs had been incurred by the Debtors, in accordance with the fees arrangement described in paragraph 5 above, for services rendered but for which Phelps had not requested payment through invoice. These amounts would have been invoiced for payment prior to the bankruptcy petition filing but for the unexpected disruption of Phelps' billing functions as a result of Hurricane Katrina.
9. The foregoing constitutes the statement of Phelps pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 1026(b).

FURTHER AFFIANT SAYETH NOT



W. Thomas Siler, Jr.

Subscribed and sworn before me
this 14th day of December, 2005.

Sandra K. Brewster

Notary Public

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: Oct 8, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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CERTIFICATE OF SERVICE

STATE OF MISSISSIPPI)
) ss:
COUNTY OF HINDS)

W. Thomas Siler, Jr., being duly sworn, deposes and says that on December 19, 2005, he served the within Affidavit of Ordinary Course Professional upon the following by United States mail, first class, postage prepaid:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, Michigan 48098

U.S. Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street, Suite 2100
New York, New York 10044

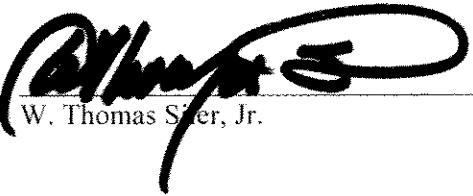
Simpson Thatcher & Bartlett LLP
Attn: Marissa Wesley, Esq.
425 Lexington Avenue
New York, New York 10017

Skadden, Arps, Slate, Meagher & Flom
Attn: John Wm. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

Latham & Watkins
Attn: Mark A. Broude, Esq.
885 Third Avenue
New York, New York 10022

Davis Polk & Wardell
Attn: Marlane Melican, Esq.
450 Lexington Avenue
New York, New York 10017

Subscribed and sworn before me
this 19th day of December, 2005.


W. Thomas Siler, Jr.

Sondra C. Brewer
Notary Public

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: Oct 8, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS